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March 31, 2006

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Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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MAR 31 2006

Federal Communications Commission
Office of Secretary

Re: **MB Docket 05-192**

Dear Ms. Dortch:

Time Warner Inc. ("Time Warner") hereby responds to a follow-up request posed by FCC staff in connection with an *ex parte* letter filed by Time Warner on March 23, 2006 regarding the number of subscribers in each transaction segment contemplated by the transactions between Time Warner Cable Inc. ("TWC"), Comcast Corporation ("Comcast"), and Adelphia Communications Corp. ("Adelphia") that are the subject of this proceeding. On March 23, 2006, Time Warner provided a chart breaking out subscriber data for each transaction segment, including the six transaction segments contemplated by the Exchange Agreement, dated as of April 20, 2005, among Time Warner Cable Inc. ("TWC"), Comcast Corporation ("Comcast"), and certain other related entities. The staff has asked for a new chart grouping the subscribers involved in the Exchange Agreement under one listing instead of six.

In response to this follow-up request please see Attachment 1 attached hereto. Subscriber totals relating to Adelphia systems are taken from Annex A, Schedule A to the Adelphia/Time Warner Asset Purchase Agreement and the Adelphia/Comcast Asset Purchase Agreement. These Adelphia subscriber figures are as of December 31, 2004. Subscriber figures for the systems to be acquired by TWC from Comcast are as of December 31, 2003. As the Commission is aware, subscriber counts are maintained by Adelphia and Comcast on an "equivalent billing unit" approach, whereas TWC maintains its subscriber counts pursuant to the "occupiable dwelling unit" approach.¹

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¹ This difference in subscriber counting methodology, along with the different subscriber reporting periods and rounding, are factors accounting for a smaller net subscriber gain for TWC reflected in Attachment 1 compared to that reported in the Applicants' Public Interest Statement at 73 (demonstrating that TWC's subscriber total upon completion of the Transactions will remain far below the remanded horizontal subscriber cap).

Marlene H. Dortch

March 31, 2006

Page 2

Kindly direct any questions regarding this matter to the undersigned.

Sincerely,



Arthur H. Harding

Counsel for Time Warner Inc.

Attachment

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cc: Best Copy and Printing, Inc.

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TIME WARNER CABLE/COMCAST EXCHANGE AGREEMENT

	Subscriber Increase (Decrease)	Pre- Transactions Owner	Post- Transactions Owner
TIME WARNER SWAPS TO COMCAST			
Systems Acquired from Adelphia	(1,953,293)	Adelphia	Comcast
Existing Time Warner Systems	<u>(49,387)</u> <u>(2,002,680)</u>	Time Warner	Comcast
COMCAST SWAPS TO TIME WARNER			
Systems Acquired from Adelphia	1,085,543	Adelphia	Time Warner
Existing Comcast Systems	<u>1,107,124</u> <u>2,192,667</u>	Comcast	Time Warner